

**MICHIGAN TURFGRASS FOUNDATION**

Bylaws

**ARTICLE I - Name**

**Section 1. Name**

The name of this Foundation is: Michigan Turfgrass Foundation.

**ARTICLE II - Location**

**Section 1. Resident Office**

The location and post office address of the first resident office of this Foundation is determined by the Board of Directors.

**ARTICLE III – Purposes**

**Section 1. Corporate Classification**

This Foundation is incorporated under the laws of the State of Michigan as a non-stock, non-profit corporation.

**Section 2. Purposes**

The purposes of this Foundation are:

To establish and maintain a program of education and research grants in the field of agronomy, including but not limited to turfgrass, and to generally promote public knowledge in this and other areas of agronomy and to perform all other things necessary for this Corporation to qualify as a charitable non-profit corporation under the provisions of Section 501(c)(3) Revenue Code of the United States.

The Foundation shall not be organized for profit and no part of the net earnings of the Foundation shall inure to the benefit of any private shareholder or individual.

**ARTICLE IV - Membership**

**Section 1. Membership Qualifications**

(a) *Regular Members.* Any golf club, sod grower, golf association, airport, individual, firm, club, or corporation interested in the growing and using of turfgrass for whatever purpose,

or in the development, manufacturing, and supplying of products and equipment necessary to the growth and production of turfgrasses, whose application for membership in this Foundation has been approved by the Board of Directors, shall be eligible for membership in this Foundation upon the payment of the membership fee required as a condition for membership. None shall be denied membership because of race, religion, creed, sex or origin. Regular Members who have dues fully paid and are approved for membership 20 days prior to date of meetings where a vote of membership is to take place shall be eligible to vote.

(b) *Honorary Members.* Any individual who has contributed in an outstanding manner to this Foundation may be recognized by the Board of Directors as an Honorary Member. Honorary memberships must be reviewed annually. Honorary Members are not required to pay membership fees of the Foundation and shall have such privileges of the Foundation as the Board of Directors may specify from time to time by standing rules, except those of voting and holding office.

(c) *Student Members.* Any student studying full time toward a degree or certificate in turfgrass science or management shall be eligible for membership in this Foundation upon payment of the membership fee as required as a condition for membership. Student Members do not have voting privileges.

(d) *Senior Member.* Any individual who has been a Regular Member in good standing for a minimum of twenty years and is actively retired from the turfgrass industry, shall be eligible for exemption from payment of membership fees. Each eligible member's application shall be approved by the Board of Directors. Senior Members are not required to pay membership fees and shall have voting privileges.

(e) *Friend of Turf Member.* Any individual who does not qualify under any other membership categories, who is interested in the turfgrass sciences for whatever purpose, whose application for membership has been approved by the Board of Directors shall be eligible for membership in this Foundation upon payment of the membership fee. Friend of Turf Members shall not have voting privileges.

## **Section 2. Membership Fees**

(a) *Annual Membership Fees.* As a condition of holding membership in this Foundation each member shall pay an annual membership fee. Membership fees are determined by the Board of Directors of the Foundation.

(b) *Membership Fees Not Refundable.* Membership fees paid by members of this Foundation shall not be refundable except upon order of the Board of Directors.

## **Section 3. Transfer of Membership**

Membership in this Foundation shall not be transferable.

**Section 4. Cancellation of Membership**

(a) *Nonpayment of Membership Fees.* Any member who shall fail to pay the annual membership fee within ninety (90) days after the date for payment set by the Board of Directors shall thereupon forfeit membership in this Foundation. Reinstatement of membership shall be upon the same terms and conditions as are required for admission to membership.

(b) *Conduct Deemed Prejudicial to the Foundation.* The right of any member to hold membership in this Foundation may be canceled by a majority of the members entitled to vote at a meeting of the membership held for the purpose of considering such action, provided; the member against whom such action is proposed to be taken shall have been notified of such proposed meeting by notice, addressed to the last known post office address, or email address of such member as shown on the books of the Foundation and placed in the United States mail or delivered electronically, as the case may be, at least ten days before the date of such meeting, stating the accusations and charges upon which such action is proposed to be taken and that such member be given opportunity to appear at said meeting and to present witnesses and be heard for the purpose of disproving such charges.

(c) *Withdrawal from Membership.* Any member may withdraw from membership in the Foundation at any time by giving written notice of such intention addressed to the Board of Directors and upon fulfillment and satisfaction of all obligations of such member to the Foundation existing at the same time notice of intent to withdraw from membership is presented to the Board of Directors.

**Section 5. Membership Non-Assessable**

Membership in this Foundation when fully paid shall be non-assessable.

**Section 6. Payment of Interest on Membership Fees**

The payment of interest or dividends upon membership fees paid to this Foundation is prohibited.

**ARTICLE V - Meetings of Members**

**Section 1. Fiscal Year**

The fiscal year of this Foundation shall begin on the first day of October in each year and shall end on the last day of the following September.

**Section 2. Annual Meetings**

The annual meeting of the members of this Foundation shall be held each year at such time and place as shall be designated by the Board of Directors.

**Section 3. Special Meetings**

Special meetings of the members of this Foundation may be called at any time by the President, and the President shall call such meeting within fifteen (15) days after request for such meeting has been received from the Board of Directors. The date, time, and place of meeting shall be designated by the President.

**Section 4. Notice of Meetings**

Written or printed notice of the annual and special meetings of the members shall be given to each member, either personally, by mail, or by electronic transmission, not less than ten (10) days nor more than sixty (60) days before the meeting. If mailed, notice shall be deemed given by depositing the same in a post office box, postage prepaid, and addressed to the last-known address of such member. If notice is given by electronic transmission, the notice is given when electronically transmitted to the member entitled to the notice in a manner authorized by the member. If a member may be present and vote at the meeting by remote communication, the means of remote communication allowed shall be included in the notice. No business shall be transacted at special meetings of the members other than that stated in the notice of the meeting.

**Section 5. Record Date for Determination of Members**

Twenty (20) days preceding the date of any meeting of the members is hereby fixed as the record date for the determination of members entitled to notice of and to vote at such meetings.

**Section 6. List of Members Entitled to Vote**

At least ten (10) days before every membership meeting, the person in charge of the membership records of the Foundation shall prepare a list arranged in alphabetical order of the members entitled to vote at such meeting. Such list shall be produced and kept at the time and place of meeting during the whole time thereof and shall be subject to the inspection of any registered member who may be present.

**Section 7. Quorum**

At any meeting of the members, a majority of the members shall constitute a quorum. If less than a quorum is present in person or by proxy, the meeting may be adjourned until a quorum is obtained.

**Section 8. Voting**

Each eligible member of the Foundation who was a member of record for at least twenty (20) days preceding the meeting of the members at which their vote is to be cast shall be entitled to vote at meetings of the members. No more than one (1) vote may be cast per membership.

## **Section 9. Parliamentary Procedure**

Roberts Rules of Order will be used in the conduct of membership meetings.

### **Order of Business**

1. Call to order
2. Roll call for quorum
3. Reading of notice of meeting and proof of notice
4. Reading and disposal of minutes of last meeting
5. Report of officers
6. Report of committees
7. Election of directors if directors are to be elected
8. Unfinished business
9. New business
10. Adjournment

## **Section 10. Unanimous Written Consent**

Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice, and without a vote, if before or after the action, all the members entitled to vote consent in writing.

## **Section 11. Electronic Meetings**

The members may participate in a meeting by means of telephone or video conference or other similar communications equipment provided all persons participating in the meeting can communicate with each other. All participants shall be advised of the communication equipment and the names of the participants in the conference shall be divulged to all participants. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

## **ARTICLE VI – Directors**

### **Section 1. Number and Qualifications**

The business and affairs of this Foundation shall be governed by a Board of Directors composed of twelve (12) members, divided into three (3) groups of four (4) Directors each, so divided that the terms of office of four (4) Directors shall expire each year.

### **Section 2. Election of Directors**

(a) Nominations for Directors shall be made by the nominating committee. Members eligible to vote 20 days prior to an election of Directors may also nominate candidates for an open directors' position provided persons nominated represent the group designated for an open

position. Nominations shall be conveyed in writing or electronic means to the nominating committee. Nominations shall close ten days prior to an election.

Directors shall be elected by ballot at a regular or special meeting of the members. Ballots may be cast in person or electronically as provided by the Board of Directors. Notice of all elections shall be provided to the members in the notice of a membership meeting. Directors shall be chosen by a plurality vote of the ballots cast at each election. Results of elections shall be announced to membership at the meeting of the members directly after the meeting wherein the election took place, or earlier as directed by the Board of Directors.

(b) If possible, the Board of Directors shall consist of people who represent each of the following groups or organizations:

1. Northern District of the Michigan Golf Course Superintendents Association
2. Western District of the Michigan Golf Course Superintendents Association
3. Greater Detroit District of the Michigan Golf Course Superintendents Association
4. Mid-Michigan District of the Michigan Golf Course Superintendents Association
5. A Commercial Turfgrass Supplier's Representative
6. A Cemetery, Park, or Sod Representative
7. A Sports or Institutional Representative
- 8 - 10. At Large Representative
11. A Lawn Maintenance Representative involved in chemical or mechanical maintenance of residential and commercial lawn areas.
12. A Turfgrass Services Representative, including, but not limited to, chemical applicators, lawn irrigation systems, retail garden centers and other related turfgrass care companies who service the general consumer. This category shall not include distributors of equipment or supplies to professional firms.

(c) Each group is requested to nominate two (2) nominees for this position in the appropriate year. If less than two (2) candidates are nominated by the appropriate group, the Nominating Committee of the Michigan Turfgrass Foundation may select additional appropriate nominees. At large nominations will be made by the Nominating Committee and nominations will be accepted from membership until such date as nominations are closed. The implementation would be according to this schedule and rotating each year thereafter.

	<b>First</b>	<b>Second</b>	<b>Third</b>
<b>Group Number</b>	1	2	3
	11	5	6
	7	8	9
	10	4	12

**Section 3. Terms of Office**

Each Director shall be elected to hold office for a term of three (3) years from the date of Annual Meeting and/or until a successor has been duly elected and qualified, except as described

in Section 1. A Director may serve three (3) consecutive terms. If the Director is appointed to fill a vacancy as provided herein for a period equal to or exceeding twenty-four months, the appointed term shall be considered a full term when calculating the term limit of the Director. Should a Director be appointed to fill a vacancy as provided herein for a period of less than 24 months the appointed period shall not be considered when calculating term limits. Subsequently, after a period of at least one (1) year off of the Board, the individual will again be eligible for election to the Board.

#### **Section 4. Vacancies**

Vacancies on the Board of Directors shall be filled by appointment by the remaining members of the Board of Directors and the person so appointed shall fill the unexpired term. At the end of the unexpired term the successor shall be nominated, and a Director elected at regular business meeting.

#### **Section 5. Removal of Directors**

At any meeting of the members duly called for the purpose of removing any Director, such Director, by a majority vote of all the members entitled to vote, may be removed from office for cause and another be elected in the place of the person. The Director against whom such action is proposed to be taken shall be informed in writing of the charges against them at least five (5) days before the date of such meeting, and at such meeting opportunity shall be given them to present witnesses and be heard in person or by counsel to answer thereto and disprove such charges.

#### **Section 6. Meetings of the Board**

(a) *Organization Meeting.* At the first meeting of the Board of Directors held after each annual meeting of the members, the Board of Directors shall proceed to the election of the officers of the Foundation.

(b) *Other Meetings.* Other meetings of the Board of Directors shall be held whenever called by direction of the President or a majority of the Directors. The Secretary shall give notice of other meetings to all Directors at least two (2) days before the date of each meeting; but such notice may be waived by any Director, or if all of the Directors shall, in writing, waive notice and fix a time and place of meeting, then no period of time need elapse between the date of call and date of meeting. Unless otherwise specified in the notice thereof, any and all business may be transacted at any meeting at which all of the Directors may be present, even though convened without two (2) days previous notice.

#### **Section 7. Quorum**

A majority of the Directors shall constitute a quorum for transaction of business.

**Section 8. Action Without a Meeting**

Action may be taken by the Board of Directors or a committee thereof without a meeting if, before or after the action, all members of the Board of Directors then in office or of the committee consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the Board of Directors or committee.

**Section 9. Electronic Meetings**

The Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board, or committee, by means of video or telephone conference or similar communications equipment provided all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

**ARTICLE VII - Duties of Directors**

**Section 1. Management of the Business**

The Board of Directors shall have general supervision and control of business and the affairs of the Foundation and shall establish all policies and shall make all rules and regulations not inconsistent with law of these Bylaws for the management of the business and guidance of the members, officers, employees, and agents of the Foundation. The Board of Directors shall have power to acquire such properties as they shall deem necessary for the proper conduct of the business of the Foundation upon such terms and conditions as they shall deem necessary for the best interests of the members.

**Section 2. Appointment of Executive Director and Other Contract Services**

The Board of Directors shall have power to enter into such contracts and agreements for the management and supervision of the business, including management services, and other contract services as they shall deem necessary and fix the compensation for such services.

**Section 3. Depositories**

The Board of Directors shall select one (1) or more banks to act as depositories for the funds of the Foundation and shall determine the manner of receiving, depositing and disbursing the funds of the Foundation and the form of checks and the person or persons to whom shall be delegated authority for issuing and signing checks.

**Section 4. Bonds**

The Board of Directors shall require the management of any officer, agent, or employee who shall have responsibility for custody of any of its funds or property to severally give adequate bonds for the faithful performance of their duties in such sums as the Board of Directors may require, the cost thereof and the premium thereunto be paid by the Foundation.



**Section 5. Insurance**

The Board of Directors shall provide for adequate insurance of all property, regardless of ownership, which may be in the possession of the Foundation or owned by or stored by it, and shall provide for adequate public liability insurance for its contacts with the general public.

**Section 6. Accounting Records**

The Board of Directors shall provide for the installation of an accounting system and records which shall be adequate to properly record and classify the operations of the business and its major departments. It shall also be the duty of the Board of Directors to provide for the keeping of proper records of all business transacted.

**Section 7. Audit**

The Board of Directors shall secure the services of a competent and disinterested auditor or accountant who shall make a careful and thorough audit of the books and accounts of the Foundation as soon as practicable after the close of each fiscal period and at such other times as it shall deem it desirable, but not less than every twenty-four (24) months. A report thereon shall be rendered in writing and shall be submitted to the members at the annual meeting. This report shall include at least:

- (1) A balance sheet showing the assets, liabilities, and net worth of the Foundation at the close of the fiscal period; and
- (2) An operating statement for the fiscal period under review showing the gross receipts from all sources, and a classified statement of expenses incurred during the period.

**Section 8. Records of Meetings**

The Board of Directors shall cause to be kept a complete detailed record of all meetings, proceedings, and actions of the Board of Directors and of any committees appointed by it. A report thereon shall be submitted to the members at the annual membership meeting.

**Section 9. Election of Nominating Committee**

At the first meeting of the new Board of Directors each year, a nominating committee will be elected by the Board of Directors. A committee of three members will be elected to nominate candidates for the next election, under the elected chairperson.

## **ARTICLE VIII - Officers**

### **Section 1. Executive Officers**

The Executive Officers of this Foundation shall be a President, Vice-President, Secretary, and Treasurer and shall be elected by the Board of Directors. The Executive Officers shall be elected annually at the organization meeting of the Board of Directors to hold office for a term of one (1) year and until their successor is elected and qualified. The offices of Secretary and Treasurer may be combined and held by the same person in which event their powers and duties shall be exercised and performed by the same person.

Vacancies occurring in any executive office shall be filled by election for the unexpired term of a successor at the next meeting of the Board of Directors to hold office.

### **Section 2. Other Officers**

The Board of Directors may appoint such other officers as they shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

In case of absence or disability of any officer, the Board of Directors may delegate for the time being the powers and duties of such officer to any other person qualified to perform the same.

All officers and agents of the Foundation shall be subject to removal at any time by the affirmative vote of the Board of Directors. All officers, agents, and employees, other than officers appointed by the Board of Directors, shall hold office at the discretion of the committee or officer appointing them.

The immediate Past President will be elevated to "President Emeritus" and shall serve a one (1) year term of office. The Past President shall then resign additional years, if any, remaining for the current term on the Board of Directors. This person shall have the right to attend meetings, make motions and vote.

### **Section 3. Duties of the President**

The President shall (1) preside over all meetings of the Foundation and of the Board of Directors, (2) call special meetings of the members and of the Board of Directors, (3) appoint all committees except the nominating committee, (4) perform all acts and duties usually performed by the executive and presiding officer, and (5) sign all such papers of the Foundation as they may be authorized or directed to sign by the Board of Directors; provided however, that the Board of Directors may authorize any person to sign any or all checks, contracts, and other instruments in writing on behalf of the Foundation. The President shall perform such other duties as may be prescribed by these Bylaws or by the Board of Directors.

#### **Section 4. Duties of the Vice President**

The Vice-President, in the absence or disability of the President, shall perform the duties of the President; provided; in case of absence or disability of the President shall result in a permanent vacancy in the office of President, the Board of Directors shall elect a successor. They shall have such other powers and shall perform such other duties as may be assigned to them by the Board of Directors.

#### **Section 5. Duties of the Secretary**

The Secretary shall be the recording officer of the Foundation; they shall keep the minutes of all meetings of the members, the minutes of all meetings of the Board of Directors, and the minutes of the meetings of committees, in books especially provided for that purpose; they shall attend to the giving and serving of all notices of the Foundation; they shall attend to the filling and rendering of all reports required by law and these Bylaws and such other reports as may be directed to prepare and submit by the Board of Directors; they shall sign with the President, in the name of the Foundation, all contracts authorized by the Board of Directors; they shall affix the Corporate Seal of the Foundation to all instruments which require such seal; they shall have general charge of the membership records and ledger, and such other books and papers as the Board of Directors may direct, all of which shall be kept at the offices of the Foundation and shall be open at all reasonable times to examination by any Directors upon application to the office of the Foundation during business hours; they shall make a full report to the members at the annual meeting of all matters pertaining to the office; and, in general, shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors. They may delegate such responsibilities as they deem fit to the Assistant Secretary.

#### **Section 6. Assistant Secretary**

The Board of Directors may appoint an Assistant Secretary or more than one (1) Assistant Secretary. Each Assistant Secretary shall have such powers and shall perform such duties as an assistant to the Secretary and otherwise as shall be assigned to them by the Board of Directors and/or by the Secretary.

#### **Section 7. Duties of the Treasurer**

The Treasurer shall have custody of all funds and securities of the Foundation which may come into their hands; when necessary or proper, they shall endorse on behalf of the Foundation, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Foundation in such banks or depository as have been designated by the Board of Directors; they shall sign all receipts and vouchers for payments made to the Foundation; jointly with such other officers as may be designated by the Board of Directors; they shall sign all checks made by the Foundation and shall pay out and dispose of the same under direction of the Board of Directors; they shall sign with the President or such other person or persons as may be designated for the purpose by the Board of Directors all financial instruments which require the Treasurer's signature when so directed by the Board of Directors; they shall enter regularly, in books of the Foundation to be kept by the Treasurer for the purpose, full and accurate accountings of all

moneys received and paid by the Treasurer on account of the Foundation; they shall at all reasonable times, exhibit the books and accounts to any Director of the Foundation upon application at the office of the Foundation during business hours; they shall make reports of the condition and cash accounts of the Foundation available to the Board of Directors upon reasonable demand and shall make a report on the financial condition of the Foundation to the members at each annual meeting; and they shall make all financial reports required by law and these Bylaws; and they shall perform all acts incident to their office as Treasurer, subject to the control of the Board of Directors.

**Section 8. Assistant Treasurer**

The Board of Directors may appoint an Assistant Treasurer or more than one (1) Assistant Treasurer. Each Assistant Treasurer shall have such powers and shall perform such duties as an assistant to the Treasurer and otherwise, as shall be assigned to them by the Board of Directors.

**Section 9. Executive Director**

The Executive Director is appointed by and serves at the direction of the Board of Directors; they shall report to the Board of Directors on a regular basis and to the membership annually; they shall be the spokesperson for the Michigan Turfgrass Foundation and represent the Foundation to the university administration, professors, constituents and allied organizations; they shall help to coordinate the ongoing activities of the professors to assure that the Foundation's objectives are attained, and the Foundation's funds are properly disseminated; they shall oversee the daily operations of the Michigan Turfgrass Foundation and handle the business operations of the Foundation subject to the direction of the Board of Directors; they shall be the chief fundraiser of the Michigan Turfgrass Foundation and shall promote various fundraising activities in support of the Foundation; they shall preform other duties as prescribed by the Board of Directors.

**Section 10. Surrender of Records**

Each officer and appointed agent of this Foundation shall upon termination of their term of office or appointment or upon the election or the appointment and qualification of a successor, turn over to the Foundation all papers, records, money and property of the Foundation which shall be in their possession or control.

**ARTICLE IX - Committees**

**Section 1. Appointment of Committees**

The Board of Directors may, by resolution adopted by a majority of the Board, except as otherwise provide in these Bylaws, designate the members of the Foundation to constitute any committee for a term stipulated in the resolution, which committee shall have such authority and powers as the Board of Directors shall provide in said resolution.

**Section 2. Committee Meetings**

Committees shall fix their own rules of procedure and shall meet where and as they might agree or as otherwise provided by the Board of Directors.

**Section 3. Quorum**

A majority of the members of any committee shall constitute a quorum for the transaction of business. An affirmative vote of the majority of all of the members of the committee shall be necessary in every case for the adoption of any resolution.

**Section 4. Committee Reports**

Each committee shall report the proceedings and action taken at its meetings to each of the members of the Board of Directors within seven (7) days succeeding each committee meeting. Such actions shall be subject to revision or alteration by those affected by any such revision or alteration.

**Section 5. Standing Committees**

In addition to the committees referenced herein, the following committees shall be designated as permanent and standing committees of the Foundation with a chairperson appointed annually by the President:

- (a) Bylaws
- (b) Awards
- (c) Long Range Planning
- (d) Founders Society Standing Committee

The Board shall establish a standing committee known as the Founders Society Standing Committee. The purpose of the Committee shall be to advise the Board as to how the funds contributed by the Founders Society to the foundation shall be spent. No funds shall be spent without majority approval by the Founders Society Committee and the Board. The committee shall also advise the Treasurer and the Board as to the proper administration and investment of the funds and shall exercise any other appropriate authority associated with the funds.

The Committee will be made up of the President of the Foundation (or their representative), one (1) member of the Board appointed by the President, and three (3) Founders Society members who will each serve a three (3) year term. The beginning and ending time period of each term for the Founders Society members serving on the Committee and the method of electing the three (3) Founders Society members who will serve on the Committee shall be set by the Board. The Committee shall meet at least annually and report to the Board and the membership on fundraising activities, funds disbursed and other such business that has occurred since its last report.

(e) Endowment Fund Committee

The Board shall establish a standing committee known as the Endowment Fund Committee. The purpose of the Committee shall be to advise the Board as to how the funds contributed to the LaFontaine Endowment Fund of the Foundation shall be spent. No funds shall be spent without majority approval by the Endowment Fund Committee and the Board. The Committee shall also advise the Treasurer and the Board as to the proper administration and investment of the funds and shall exercise any other appropriate authority associated with the funds.

The Committee will be made up of the President of the Foundation (or their representative), one (1) member of the Board appointed by the President, and three (3) Michigan Turfgrass Foundation members who will each serve a three (3) year term. The beginning and ending time period of each term for the members serving on the committee and the method of electing the three (3) Foundation members who will serve on the Committee shall be set by the Board. The Committee shall meet at least annually and report to the Board and the Membership on fundraising activities, funds disbursed and other such business that has occurred since its last report.

### **ARTICLE X - Corporate Seal**

The Corporate Seal of this Foundation shall be a disc upon the face and around the edge of which shall be inscribed the words “MICHIGAN TURFGRASS FOUNDATION, East Lansing, Michigan”, and across the center shall be inscribed the words “CORPORATE SEAL”.

### **ARTICLE XI - Turfgrass Research and Educational Committee**

#### **Section 1. Turfgrass Research and Educational Committee**

The Turfgrass Research and Educational Committee of the Foundation shall consist of those members of the staff of the Michigan State University Agricultural Experiment Station who are conducting turfgrass research, such as:

Any staff member contributing to progress in turfgrass research, or assisting in planning, reviewing, and supervision of all turfgrass research and educational programs to be conducted with funds supplied by the Turfgrass Foundation.

### **ARTICLE XII - Gifts and Donations**

**Section 1.** Donations and gifts of the Foundation shall be accepted, subject to the approval or confirmation of the Board of Directors.

**Section 2.** No gift or donation shall be accepted which requires the payment or match of payment of any annuity or other charge from the funds or resources of the Foundation except

from the income or principal of such gift or donation, unless otherwise approved by the Board of Directors.

All donations or gifts shall be payable to the Michigan Turfgrass Foundation, Inc. All funds shall be deposited in a bank selected by the Board of Directors as a depository for receiving funds. The Treasurer shall keep a record of receipts and disbursement of gifts and donations, which shall be available for inspection or audit upon request of the Board of Directors.

### **ARTICLE XIII - Amendments**

#### **Section 1. Amendment or Repeal of Bylaws**

These Bylaws may be amended or repealed at any duly called regular or special meeting of the members at which a quorum shall be present, by a majority vote of the membership represented at such meeting, provided that proposed amendments have been submitted to the membership with the notice of meeting at which the vote is to be taken upon the proposed amendments.

One-tenth (1/10) of the members of the membership may propose any desired amendments to the Articles of the Incorporation or to the Bylaws of the Foundation.

Amendments proposed by members of the Foundation shall be set forth in full in an application addressed to the Board of Directors and signed by the petitioning members. The person or persons securing such signatures shall make an affidavit that such signatures are genuine and are bona fide signatures of the persons whose names appear on said petition. Said petition shall be filed with the Secretary of the Foundation not less than thirty (30) days before the date of call of the annual or special meeting. Notice of such proposed amendments shall be given by the Secretary in the notice of meeting and shall be voted upon at the next meeting of the members.

### **ARTICLE XIV - Dissolution of the Foundation**

**Section 1.** In the event that this Corporation for any reason is dissolved or liquidated, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of in accordance with the direction of any Court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.